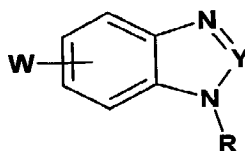


WE CLAIM:

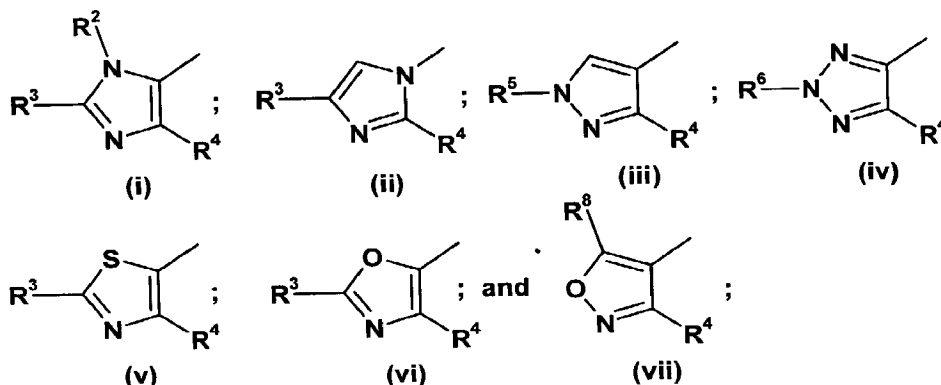
1. A compound of Formula I:



I

where:

W is a ring selected from the group consisting of:



Y is N or C-R¹;

R is C₁-C₈ alkyl, C₃-C₆ cycloalkyl, (C₁-C₄ alkylene)-(C₃-C₆ cycloalkyl), SO₂R⁷, phenyl, or benzyl optionally substituted on the phenyl ring with one or two substituents selected from halo;

R¹ is hydrogen, amino, or methyl;

R² is hydrogen, C₁-C₆ alkyl, or C₃-C₆ cycloalkyl;

R³ is hydrogen, C₁-C₆ alkyl, C₃-C₆ cycloalkyl, trifluoromethyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, (C₁-C₆ alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy; or

R² and R³ taken together form either the group -(CH₂)_n- where n is 2 or 3 or the group -CH=CH-;

R⁴ is phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo and trifluoromethyl;

R^5 is hydrogen, C_1 - C_6 alkyl, C_3 - C_6 cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, (C_1 - C_6 alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy;

5 R^6 is hydrogen or ethoxymethyl;

R^7 is C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, or dialkylamino where each alkyl group is independently selected from C_1 - C_4 alkyl;

R^8 is hydrogen or C_1 - C_4 alkyl;

provided that:

10 (a) when W is (i), then at least one of R^2 and R^3 is hydrogen or methyl; and

(b) R may be SO_2R^7 only when either W is isoxazole (vii) or Y is N, or R may be SO_2R^7 when both W is isoxazole (vii) and Y is N;

or a pharmaceutically acceptable salt thereof.

15 2. A compound of Claim 1, where W is a ring of formula (i) or (iii).

3. A compound of Claim 2, where Y is $C-R^1$ and R^1 is amino.

4. A compound of Claim 3, where R is C_1 - C_8 alkyl.

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5. A pharmaceutical formulation comprising a compound of any of Claims 1-4 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

25 6. The use of a compound of any of Claims 1-4 for the manufacture of a medicament for treating a disease or condition capable of being improved or prevented by inhibition of p-38 kinase.

30 7. The use of a compound of any of Claims 1-4 for the manufacture of a medicament for the treatment of susceptible neoplasms.